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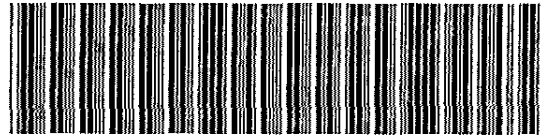
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ARTICLES OF INCORPORATION
OF
American Nature Trust, Inc.

As Amended March 1, 2005

We, the undersigned, do hereby associate ourselves together for the purpose of organizing a Corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be American Nature Trust, Inc. herein after referred to as the "Corporation."

ARTICLE II

The principal place of business and post office mailing address shall be 5415 Shakespeare Drive, Dover, FL 33527

ARTICLE III

The general nature of the business and the objects and purposes are:

- a. To own and manage lands and easements on land which are important for nature conservation in the Americas, for the benefit of both mankind and our natural environment.
- b. To foster educational programs to teach landowners, and youth to encourage nature conservation and all other aspects of responsible landownership in the interest of our environment, as the Board of Directors of the corporation may deem appropriate.
- c. To do all and everything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or necessary or incidental to the benefit and protection of the Corporation, and to carry on any lawful business necessary or incidental to the attainment of the objectives of the Corporation as provided by law.
- d. To sponsor and develop community facilities of a charitable or educational nature, including building facilities, to provide for the needs and to aid the institution in operation of the Corporation.
- e. To operate exclusively for the purpose of charitable, educational and social welfare goals and to explore and utilize the special creative force of the volunteers and employees of the American Nature Trust, Inc. to further the objectives in benefiting the public and private sectors of the community.
- f. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real property and personal property of all kinds and, in particular lands, conservation easements, development rights easements, other easements

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- on land which are a part of a land and nature management program, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, and any interest in real or personal property.
- g. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation and, if deemed proper, to secure the payment of such obligations by mortgage, pledge, deed or trust or otherwise.
- h. To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.
- i. To carry on the business at any place or places within the jurisdiction of the United States or in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.
- j. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public, and municipal body politic under the Government of the United States, or any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organizes pursuant to Florida law.
- k. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

ARTICLE IV

Classes of membership of the Corporation shall be:

A. Honorary Members: The number shall be determined from time to time by the Board of Directors. An honorary member shall be a recognized leader in his field or endeavor and in the community in which he lives. Honorary members shall be selected from diversified occupations and geographic locations so that this membership will represent a broad cross section of leaders in the area in which the Corporation operates. Honorary members shall have such rights and duties as set forth in the by-laws of the Constitution.

B. Donor Members: The number of donor members shall be determined from time to time by the Board of Directors. Donor members shall be persons, organizations, corporations, and agencies interested in the charitable objectives of the Corporation who upon approval of the Board of Directors enter into a contract or memorandum of understanding with the Corporation. Donor members shall have such rights and duties as set forth in the by-laws of the Corporation.

C. Sustaining Members: Sustaining members shall be persons, organizations, corporations and agencies who are interested in promoting the objectives of the Corporation and who have expressed their willingness to actively sponsor the work of the Corporation.

D. Director Members: Director Members shall be individuals selected from time to time by majority vote of the Board of Directors, and shall serve on the Board of Directors for a specific period of time as defined in the by-laws of the Corporation.

Individuals or corporations may hold membership in two or more classes at the same time.

ARTICLE V

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI

The name and address of the Incorporator and the Initial Registered Agent is:

Mark F. Jordan whose Florida street address is: 5415 Shakespeare Drive, Dover, Florida 33527 and who, with his signature affixed hereto does accept appointment as the designation of Registered Agent for the Corporation.


Mark F. Jordan

ARTICLE VII

The lawful authority and power of this Corporation shall be exercised by and its business shall be conducted and carried on by or authorized to be conducted and carried on by the Board of Directors which shall consist of not less than three nor more than eighteen members and the number shall be determined from time to time by the bylaws of the Corporation. Members of the Board of Directors shall be persons with a paramount interest in and be dedicated to the objectives of the Corporation. They shall be selected from the geographical locations in which the Corporation operates.

The qualifications, manner and time of selection, duties, responsibilities of said Board of Directors shall be established in the by-laws.

ARTICLE VIII

The Corporation shall have the following officers who shall be elected by the Board of Directors: President, Vice President, Secretary, and Treasurer.

The President and the Vice President must be members of the Board of Directors. The qualifications, manner and time of selection, duties, and responsibilities of said officers shall be established by the by-laws.

ARTICLE IX

The names and addresses of the members of the Board of Directors and of the officers who shall manage the affairs of the Corporation until the first election or appointment under these Articles of Incorporation are as follows:

Director / President: Mark Jordan, 5415 Shakespeare Drive, Dover, FL 33527

Director / Vice President: Jim Young, 531 Peninsula Key, Plant City, FL 33565

Director / Secretary: John Osborne 105 S Wheeler St. Plant City, FL 33565

ARTICLE X

The subscribers to these Articles of Incorporation shall constitute the first Board of Directors of the Corporation.

ARTICLE XI

The by-laws of the Corporation are to be made, modified or rescinded in such manner as is provided for in the by-laws of the Corporation, provided, however, that the initial adoption of the by-laws of the Corporation shall be by two-thirds (2/3) majority vote of the Board of Directors present and voting at such meeting duly called for the purposes of adopting by-laws for the Corporation.

ARTICLE XII

Amendments to the Articles of Incorporation may be proposed in accordance with the provisions of the by-laws of the Corporation.

ARTICLE XIII

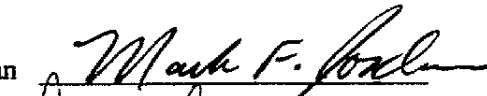
No part of the net earnings of this Corporation shall be distributed to, or inure to the benefit of any member, Trustee, or Officer of this Corporation, contributor or private individual.

ARTICLE IX

In the event of dissolution, winding up, or other liquidation of assets of this Corporation, its assets shall be distributed to such non-profit and charitable corporations or institutions as shall at the time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, and as may be designated by the Trustees, to be used for purposes similar to those of this Corporation

In WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation in Hillsborough County, Florida, this 1 day of March 2005.

Mark F. Jordan



Jim Young



John Osborne

